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[Proposed] Attorneys for the Official Committee of Equity Security  
 Holders of USA Capital Diversified Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:

- ☒ All Debtors  
☐ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR  
 Chapter 11

Jointly Administered Under  
 Case No. BK-S-06-10725-LBR

Date: June 21, 2006  
 Time: 9:30 a.m.  
 Place: Courtroom 1

**DIVERSIFIED TRUST DEED  
 FUND COMMITTEE'S JOINDER  
 IN FIRST TRUST DEED FUND'S  
 OPPOSITION TO MOTION FOR  
 EMERGENCY, INTERIM AND  
 PERMANENT ORDERS  
 AUTHORIZING DIP FINANCING**

1 **TO THE HONORABLE LINDA B. RIEGLE, UNITED STATES BANKRUPTCY JUDGE:**

2 The Official Committee of Equity Security Holders of USA Capital Diversified Trust  
3 Deed Fund, LLC (the "Committee") appointed in the above-captioned bankruptcy case (the  
4 "Case"), has reviewed the *Opposition To Motion For Emergency, Interim And Permanent Orders*  
5 *Authorizing The Debtors To Obtain Post Petition Financing (Affects All Debtors)* ("Opposition")  
6 filed by the Official Committee Of Equity Security Holders Of USA Capital First Trust Deed  
7 Fund, LLC ("First Trust Deed Committee") and hereby joins in the arguments raised by the  
8 Opposition. In addition to the First Trust Deed Fund's arguments, the Committee raises the  
9 following additional points for consideration by the Court:

10 1. The Committee understands that the Debtors will be filing a revised interim budget  
11 and supplemental pleadings on the DIP motion by noon on June 20, 2006. Generally speaking,  
12 the Committee would support a scaled-down version of interim financing. However, the  
13 Committee cannot take a formal position on the revised budget until it has had an opportunity to  
14 review the revised budget for the interim period. Indeed, as of the time of this filing, the Debtors  
15 are not even sure who the proposed DIP lender will be.

16 2. The Committee echoes the First Trust Deed Committee's request for the  
17 establishment of a chargeback procedure. The two funds will be putting up their assets as  
18 collateral on an interim basis, and the DIP documents should provide for a procedure to charge  
19 back costs of administration to the other Debtors so that the funds are not left "holding the bag"  
20 on DIP financing costs at the end of these cases – particularly where the so-called direct lenders  
21 will be receiving the benefit of loan servicing by USA Mortgage financed by the DIP loan but  
22 will not be putting up collateral for the DIP loan.

23 3. On the subject of fees, the Committee reserves its right to object or otherwise  
24 respond to proposed fees of Capital Source or any other proposed lender pending review of the  
25 revised pleadings and/or term sheet to be filed by the Debtors by June 20 at noon. Until it has  
26 reviewed the revised pleadings and/or term sheet, the Committee cannot take a position on fees  
27 other than to note that the proposed fees to Capital Source are high, and that the Committee  
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1 would prefer to see a proposed DIP financing deal, which eliminates many of the costs included  
2 under the Capital Source deal.

3 4. The Capital Source term sheet and the DIP motion refer to a carveout for  
4 professional expenses, but neither specifies the amount of the carveout or whether, for example,  
5 it would cover professionals hired by all four committees as well as the fees of Mesirow and Ray  
6 Quinney. Nor is an amount given. Until the Debtors clarify these terms, the Committee is unable  
7 to take a position on the proposed carveout and therefore, reserves all of its rights.

8 Respectfully submitted this 19th day of June 2006.

9 BECKLEY SINGLETON, CHTD.

10 By 

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